

DEBOER SIDNEY B
Form 4
September 27, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LITHIA HOLDING CO LLC

(Last) (First) (Middle)

150 NORTH BARTLETT STREET

(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LITHIA MOTORS INC [LAD]

3. Date of Earliest Transaction
(Month/Day/Year)

09/27/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common	09/27/2012		C		31,953 A \$ 0	D	
Class A Common	09/27/2012		S ⁽¹⁾		1,800 D \$ 33.25	D	
Class A Common	09/27/2012		S ⁽¹⁾		3,887 D \$ 33.26	D	
Class A Common	09/27/2012		S ⁽¹⁾		3,462 D \$ 33.27	D	
Class A Common	09/27/2012		S ⁽¹⁾		122 D \$ 33.28	D	
	09/27/2012		S ⁽¹⁾		1,359 D	D	

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Class A Common					\$ 33.29		
Class A Common	09/27/2012	<u>S(1)</u>	600	D	\$ 33.3	20,723	D
Class A Common	09/27/2012	<u>S(1)</u>	1,096	D	\$ 33.31	19,627	D
Class A Common	09/27/2012	<u>S(1)</u>	1,600	D	\$ 33.32	18,027	D
Class A Common	09/27/2012	<u>S(1)</u>	100	D	\$ 33.33	17,927	D
Class A Common	09/27/2012	<u>S(1)</u>	800	D	\$ 33.34	17,127	D
Class A Common	09/27/2012	<u>S(1)</u>	100	D	\$ 33.35	17,027	D
Class A Common	09/27/2012	<u>S(1)</u>	200	D	\$ 33.36	16,827	D
Class A Common	09/27/2012	<u>S(1)</u>	700	D	\$ 33.37	16,127	D
Class A Common	09/27/2012	<u>S(1)</u>	300	D	\$ 33.38	15,827	D
Class A Common	09/27/2012	<u>S(1)</u>	300	D	\$ 33.39	15,527	D
Class A Common	09/27/2012	<u>S(1)</u>	4,370	D	\$ 33.4	11,157	D
Class A Common	09/27/2012	<u>S(1)</u>	900	D	\$ 33.41	10,257	D
Class A Common	09/27/2012	<u>S(1)</u>	1,904	D	\$ 33.42	8,353	D
Class A Common	09/27/2012	<u>S(1)</u>	700	D	\$ 33.43	7,653	D
Class A Common	09/27/2012	<u>S(1)</u>	100	D	\$ 33.44	7,553	D
Class A Common	09/27/2012	<u>S(1)</u>	3,200	D	\$ 33.5	4,353	D
Class A Common	09/27/2012	<u>S(1)</u>	3,453	D	\$ 33.51	900	D
Class A Common	09/27/2012	<u>S(1)</u>	800	D	\$ 33.52	100	D
Class A Common	09/27/2012	<u>S(1)</u>	100	D	\$ 33.53	0	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		
Class B Common (2)	(2)	09/27/2012		C	31,953	(2)	(2)	Class A Common	31,953

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITHIA HOLDING CO LLC 150 NORTH BARTLETT STREET MEDFORD, OR 97501		X		
DEBOER SIDNEY B 150 NORTH BARTLETT STREET MEDFORD, OR 97501	X			

Signatures

Cliff E Spencer, Attorney in Fact for Lithia Holding Company, LLC
09/27/2012
 **Signature of Reporting Person Date

Cliff E Spencer, Attorney in Fact for Sidney B. DeBoer
09/27/2012
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were sold pursuant to 10b5-1 Trading Plan adopted by Lithia Holding Company
- (2) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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